

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/23/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Offandaway, Inc.		11/23/2011
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Lockerz, LLC		
Street Address:	100 South King Street		
Internal Address:	Sixth Floor		
City:	Seattle		
State/Country:	WASHINGTON		
Postal Code:	98104		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Registration Number:	3939208	OFF&AWAY
	Registration Number:	3893589	ROOMALICIOUS
CORRESPONDENCE DATA			
Fax Number:	4125621041		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	412-562-1622		
Email:	vicki.cremonese@bipc.com		
Correspondent Name:	Duane A. Stewart III		
Address Line 1:	301 Grant Street		
Address Line 2:	20th Floor		
Address Line 4:	Pittsburgh, PENNSYLVANIA 15219		
ATTORNEY DOCKET NUMBER:	0076106-000111		

OP \$65.00 3939208

NAME OF SUBMITTER:	Duane A. Stewart III
Signature:	/Duane A. Stewart III/
Date:	12/18/2013
Total Attachments: 4 source=offandaway-lockerz llc merger#page1.tif source=offandaway-lockerz llc merger#page2.tif source=offandaway-lockerz llc merger#page3.tif source=offandaway-lockerz llc merger#page4.tif	

Delaware

PAGE 1

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"OFFANDAWAY, INC.", A DELAWARE CORPORATION,
WITH AND INTO "LOCKERZ, LLC" UNDER THE NAME OF "LOCKERZ, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 2011, AT 5:44 O'CLOCK P.M.

4659378 8100M

131442048




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0993235

DATE: 12-18-13

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 005176 FRAME: 0300

**CERTIFICATE OF MERGER
OF
OFFANDAWAY, INC.
INTO
LOCKERZ, LLC**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act, the undersigned corporation and limited liability company executed the following Certificate of Merger and hereby certify as follows:

1. The name of the surviving limited liability company is Lockerz, LLC, a Delaware limited liability company, and the name of the corporation being merged into the surviving limited liability company is OffandAway, Inc., a Delaware corporation.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the surviving limited liability company and the merging corporation in accordance with Title 8, Section 264 of the Delaware General Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act.

3. The name of the surviving limited liability company is Lockerz, LLC.

4. The Certificate of Formation of the surviving limited liability company shall be its Certificate of Formation.

5. The merger is to become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.


6. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving limited liability company at 100 S. King St., Sixth Floor, Seattle, WA 98104.

7. A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any stockholder of either constituent corporation.

IN WITNESS WHEREOF, the surviving limited liability company has caused this certificate to be signed by the undersigned, an authorized officer of the sole member of the surviving limited liability company, this 23rd day of November, 2011.

LOCKERZ, LLC

By: Lockerz, Inc., a Delaware corporation
its sole member

By: 
Name: Bruce Brooks
Title: Vice President and Secretary

OFFANDAWAY, INC.,

By: _____
Name: Michael Walton
Title: Secretary

*SIGNATURE PAGE TO
CERTIFICATE OF MERGER*

TRADEMARK
REEL: 005176 FRAME: 0302

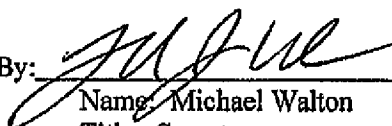
IN WITNESS WHEREOF, the surviving limited liability company has caused this certificate to be signed by the undersigned, an authorized officer of the sole member of the surviving limited liability company, this 23rd day of November, 2011.

LOCKERZ, LLC

By: Lockerz, Inc., a Delaware corporation
its sole member

By: _____
Name: Bruce Brooks
Title: Vice President and Secretary

OFFANDAWAY, INC.,

By:  _____
Name: Michael Walton
Title: Secretary

SIGNATURE PAGE TO
CERTIFICATE OF MERGER